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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

IN RE:	§	Chapter 11
	§	
THE GARDENS OF GRAPEVINE DEVELOPMENT, L.P.,		Case No. 11-43260
	§	
THE GARDENS OF GRAPEVINE DEVELOPMENT GP, LLC,	§	Case No. 11-43261
	§	
Debtors.	§	

**LIMITED OBJECTION TO DEBTOR'S MOTION PURSUANT TO SECTION 363 OF
THE BANKRUPTCY CODE TO APPROVE THE SALE OF CERTAIN REAL PROPERTY TO
LINCOLN PROPERTY COMPANY SOUTHWEST, INC.**

TO THE HONORABLE U.S. BANKRUPTCY JUDGE:

The City of Grapevine and Grapevine-Colleyville ISD ("Tax Units") file this LIMITED OBJECTION TO DEBTOR'S MOTION PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE TO APPROVE THE SALE OF CERTAIN REAL PROPERTY TO LINCOLN PROPERTY COMPANY SOUTHWEST, INC., (the "Motion"), and respectfully show this Court as follows:

1. Tax Units are subdivisions of the State of Texas and, as such, are authorized to levy and assess ad valorem taxes on the value of property located within their taxing jurisdictions as of January 1 of each tax year.

2. Tax Units hold secured claims for the pre-petition ad valorem property taxes due for the 2009, 2010, and 2011 tax years totaling approximately \$522,250 against real property that is the subject of the Debtor's Motion. These claims are secured by prior perfected continuing enforceable tax liens upon the property of the Debtor, as provided by Sections 32.01 and 32.05(b) of the Texas Property Tax Code.

3. The Tax Units' secured claims continue to accrue interest at the rate of 12% per annum (or 1% per month) pursuant to Section 33.01(c) of the Texas Property Tax Code. Further, Sections 506(b) and 511 of the Bankruptcy Code state this interest runs from the petition date through the date of payment.

4. Tax Units object to the Motion to the extent that it seeks to sell the property subject to their secured tax liens free and clear of their pre-petition ad valorem tax liens, including the 2011 tax liens. The Motion seeks to pay, immediately upon closing, "any property taxes applicable to the Sale Property." The Tax Units request clarification that their 2011 secured ad valorem tax liens remain attached to the Sale Property to be paid in the ordinary course when due under applicable nonbankruptcy law.

PRAYER

WHEREFORE, PREMISES CONSIDERED, the Tax Units request this Honorable Court to order their secured tax liens for 2009 and 2010 taxes be paid at closing plus applicable interest at the statutory rate of 1% per month from the petition date through the date of payment, that their 2011 tax liens will remain attached to the Sale Property until all 2011 taxes, plus any interest that may become due, have been paid in full, and for all further relief as is just and proper.

Respectfully submitted,

PERDUE, BRANDON, FIELDER,
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Attorneys for Claimants

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CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the above document was sent via the Court's electronic case filing system to the following parties on this 30th day of June, 2011:

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